QUANTUM SPACE, INC.
AUDIT COMMITTEE CHARTER

Effective as of November 23, 2026

Purpose

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Quantum Space, Inc. (the "Company") is to act on behalf of the Board in fulfilling the Board's oversight responsibilities with respect to (1) the Company's corporate accounting and financial reporting processes, systems of internal control over financial reporting, and audits of financial statements and systems of disclosure controls and procedures, as well as the quality and integrity of the Company's financial statements and reports, (2) the Company's compliance with legal and regulatory requirements (including export control, sanctions, anti-corruption, government contracting and procurement integrity requirements), (3) the qualifications, independence, and performance of the Company's registered public accounting firm or firms engaged as the Company's independent outside auditors for the purpose of preparing or issuing an audit report or performing audit services, (4) the performance of the Company's internal audit function, (5) the Company's risk assessment and risk management processes (including cybersecurity and information security risk), and (6) the preparation of any reports or other disclosure required by the applicable rules and regulations of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement and periodic reports within the scope of authority outlined in this charter (this "Charter").

The primary role of the Committee is to oversee the financial reporting and disclosure process. To fulfill this obligation, the Committee relies on management for the preparation and accuracy of the Company's financial statements; management for establishing effective internal controls and procedures to ensure the Company's compliance with generally accepted accounting principles in the United States ("GAAP") and other accounting standards, financial reporting procedures, and applicable laws and regulations; and the Company's independent auditors for an unbiased, diligent audit or review, as applicable, of the Company's financial statements and the effectiveness of the Company's internal controls (to the extent applicable). The members of the Committee are not responsible for conducting the audit or performing other accounting procedures, and, in performing their duties, are entitled to rely in good faith on management, the Company's independent auditors and the Committee's other advisors, to the fullest extent permitted by Section 141(e) of the Delaware General Corporation Law.

The members of the Committee are not professionally engaged in the practice of accounting or auditing and do not provide any expert or other special assurance as to the Company's financial statements, their compliance with GAAP, the independence of the Company's independent auditors, the Company's compliance with applicable laws and regulations, or the safe design, development, manufacture, production, maintenance and delivery of the Company's space and aerospace products and services. Nothing in this Charter shall be deemed to require or permit any delay in the timely remediation or reporting of any matter brought to the Committee's attention.

Membership

The Committee shall consist of three or more directors, subject to the phase-in periods and other exceptions available to the Company under the rules of the New York Stock Exchange ("NYSE") and the SEC, including the transition periods applicable to a company listing in connection with an initial public offering (the period during which any such transition period is available to the Company, the "Phase-In Period"). Each member of the Committee shall be independent in accordance with the rules of the NYSE and the more stringent independence requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as

amended (the "Exchange Act"), subject in each case to any applicable exceptions and the Phase-In Period. Subject to the Phase-In Period, no member of the Committee may accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries (other than fees for service on the Board or its committees), or be an affiliated person of the Company or any of its subsidiaries, in each case within the meaning of Rule 10A-3.

During the Phase-In Period, the Committee may have fewer than three members and may include directors who do not satisfy the foregoing independence requirements, in each case solely to the extent permitted by applicable NYSE and SEC rules. The Company shall have (a) at least one independent member of the Committee on the date the Company's common stock is first listed on the NYSE (the "Listing Date"); (b) within ninety (90) days after the Listing Date (or, for purposes of Rule 10A-3, the effective date of the Company's registration statement, if applicable), at least two members of the Committee, a majority of whom are independent; and (c) within one year after such date, at least three members of the Committee, all of whom are independent. The Company's status as a "controlled company" under NYSE rules does not exempt the Committee from the requirements of this Membership section.

Each member of the Committee must be financially literate, meaning able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement, or must become financially literate within a reasonable period of time after appointment to the Committee, as determined by the Board in its business judgment. At least one member of the Committee must have accounting or related financial management expertise, as determined by the Board in its business judgment, such as past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication, including being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities. The Board shall use reasonable efforts to appoint to the Committee at least one member who is an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K, and the Company shall make any disclosure required by the SEC if no member of the Committee so qualifies. A person who satisfies this definition of audit committee financial expert will also be presumed to have accounting or related financial management expertise.

No member of the Committee may serve simultaneously on the audit committees of more than three public companies (including the Company) unless the Board determines that such simultaneous service would not impair the ability of such member to serve effectively on the Committee, and the Company discloses that determination in its annual proxy statement or annual report on Form 10-K.

The members of the Committee shall be appointed by the Board, taking into consideration recommendations from the Nominating and Corporate Governance Committee of the Board and any applicable contractual director designation rights. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause. Any action duly taken by the Committee shall be valid and effective whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership under this Charter. If the Committee ceases to satisfy any membership requirement of this Charter due to circumstances beyond the Company's reasonable control, the Company shall regain compliance within any cure period permitted by NYSE and SEC rules.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

A. To (1) select and retain an independent registered public accounting firm to act as the Company's independent auditors for the purpose of auditing the Company's annual financial statements, books, records, accounts, and internal controls over financial reporting (to the extent applicable), which selection may be submitted to the Company's stockholders for ratification, (2) set the compensation of the Company's independent auditors, (3) oversee the work done by the Company's independent auditors, including the resolution of any disagreements between management and the independent auditors regarding financial reporting, and (4) terminate the Company's independent auditors, if necessary. The independent auditors shall report directly to the Committee.

B. To select, retain, compensate, oversee, and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company, and each such firm shall report directly to the Committee.

C. To approve all audit engagement fees and terms; and to pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditors, unless the engagement is entered into pursuant to appropriate pre-approval policies established by the Committee or if such services fall within available exceptions under SEC rules, and establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditors on an ongoing basis. The Committee may delegate to its chair (or to one or more other members) the authority to grant pre-approvals between meetings, provided that any such pre-approval is reported to the full Committee at its next scheduled meeting.

D. Prior to the engagement of any prospective registered public accounting firm, and at least annually thereafter, to obtain and review a written statement by the Company's independent auditors that describes (1) the accounting firm's internal quality control procedures, (2) any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board ("PCAOB") review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues, and (3) all relationships between the firm, or their affiliates, and the Company or any of its subsidiaries, or persons in financial oversight roles at the Company or its subsidiaries; and to discuss with the independent auditors the written statement and any relationships or services that may impact the objectivity and independence of the auditors, consistent with applicable PCAOB and SEC rules.

E. At least annually, to evaluate the qualifications, performance, and independence of the Company's independent auditors, including an evaluation of the lead audit partner; and to ensure the regular rotation of the lead audit partner at the Company's independent auditors and consider regular rotation of the accounting firm serving as the Company's independent auditors.

F. To review and discuss with the Company's independent auditors (1) the auditors' responsibilities under the standards of the PCAOB and applicable SEC rules and the responsibilities of management in the audit process, (2) the overall audit strategy, (3) the scope and timing of the annual audit, (4) any significant risks identified during the auditors' risk assessment procedures, (5) any critical audit matters identified, and (6) when completed, the results, including significant findings, of the annual audit.

G. To review and discuss with the Company's independent auditors (1) all critical accounting policies and practices to be used in the audit, (2) all alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors, (3) communications between the Company's

independent audit team and their national office with respect to accounting or auditing issues, (4) other material written communications between the auditors and management, and (5) as applicable, confirmation that Section 10A(b) of the Exchange Act has not been implicated.

H. To review and discuss with the Company's independent auditors and management (1) any audit problems or difficulties, including difficulties encountered by the Company's independent auditors during their audit work (such as restrictions on the scope of their activities or their access to information), (2) all known and likely misstatements identified during the audit (other than those the auditors believe not to be material), (3) any significant disagreements with management, and (4) management's response to these problems, difficulties or disagreements; and to resolve any disagreements between the Company's auditors and management.

I. To review with management and the Company's independent auditors: any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

J. To review with management and the Company's independent auditors the adequacy and effectiveness of the Company's financial reporting processes, internal control over financial reporting, and disclosure controls and procedures, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's processes, controls, and procedures, and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such processes, controls, and procedures, and review and discuss with management and the Company's independent auditors any disclosure relating to the Company's financial reporting processes, internal control over financial reporting, and disclosure controls and procedures, and, to the extent applicable, the independent auditors' report on the effectiveness of the Company's internal control over financial reporting and the required management certifications to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable.

K. To review and discuss with the Company's independent auditors any other matters required to be discussed by applicable requirements of the PCAOB and the SEC.

L. To review and discuss with the Company's independent auditors and management the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the auditors on the financial statements, and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual reports on Form 10-K before the annual reports are filed.

M. To recommend to the Board that the audited financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" be included in the Company's annual report on Form 10-K and whether the annual report on Form 10-K should be filed with the SEC; and to produce the audit committee report required to be included in the Company's proxy statement.

N. To review and discuss with the Company's independent auditors and management the Company's quarterly financial statements and the disclosure under "Management's Discussion and Analysis of

Financial Condition and Results of Operations" to be included in the Company's quarterly reports on Form 10-Q before the quarterly reports are filed.

O. To review with management and the Company's independent auditors, to the extent appropriate, earnings press releases, as well as the substance of financial information and earnings guidance provided to analysts and rating agencies (including, without limitation, reviewing any pro forma or non-GAAP information), which discussions may be general discussions of the type of information to be disclosed or the type of presentation to be made. The chair of the Committee may represent the entire Committee for purposes of this discussion.

P. To oversee the Company's internal audit function, which the Company shall establish within the time required by NYSE rules (and which may be outsourced to a qualified firm other than the Company's independent auditors), including by reviewing the internal audit charter, plan, scope, staffing and results, and the appointment, replacement and performance of the head of internal audit or the third-party provider, and by receiving periodic reports on significant findings and management's responses.

Q. To set Company hiring policies for employees or former employees of the Company's independent auditors and oversee compliance with such policies.

R. To establish and oversee procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

S. To discuss with management the Company's policies with respect to risk assessment and risk management and, on behalf of the Board, to have primary responsibility for overseeing the Company's risk management processes, including the Company's major financial risk exposures, cybersecurity and information security risks, and other significant enterprise risks, and the steps management has taken to monitor and control such exposures. The Committee shall receive periodic reports from management regarding its assessment of risks and shall report regularly to the Board regarding the Company's risk profile. The Board or another committee of the Board may oversee particular categories of risk as the Board determines, and management remains responsible for the Company's day-to-day risk management. The Committee shall consider the financial reporting, disclosure, internal control and enterprise risk implications of mission assurance and safety matters brought to its attention.

T. To review with management, including the senior executive responsible for information security, at least annually and more frequently as needed: (1) the Company's cybersecurity and information security strategy, program, key risks and resources; (2) the Company's incident response and escalation plans, including their testing and the procedures for prompt notification of the Committee and the Board of significant incidents; (3) significant cybersecurity incidents and management's remediation efforts; (4) the process for assessing the materiality of cybersecurity incidents and for preparing the Company's disclosures regarding cybersecurity risk management, strategy and governance and cybersecurity incidents, in coordination with the Disclosure Committee; (5) compliance with cybersecurity requirements applicable to the Company's government customers and contracts, including requirements for safeguarding controlled unclassified information; (6) third-party and supply chain cybersecurity risk; and (7) the Company's governance of data and artificial intelligence ("AI"), including the process for reviewing and approving AI tools and significant AI-related risks. The Committee shall report to

the full Board on these matters at least annually and shall support the Board's annual review of cybersecurity.

U. To monitor compliance with the Company's Code of Ethics (the "Code"), to investigate any alleged breach or violation of the Code, and to enforce the provisions of the Code. If the Committee determines (by majority decision) that a breach has occurred, it will inform the Board. The Committee must also consider and discuss and, as appropriate, grant requested waivers from the Code brought to the attention of the Committee, though the Committee may defer any decision with respect to any waiver to the Board. Any waiver of the Code for a director or executive officer may be granted only by the Board or the Committee and shall be disclosed promptly as required by SEC and NYSE rules. The Committee will review and reassess the adequacy of the Code periodically, and recommend to the Board any changes the Committee determines are appropriate.

V. To periodically review, oversee, monitor compliance with, and amend (or recommend amendments to the Board), as needed, the Company's Disclosure and Regulation FD Policy; Insider Trading Policy; Related Person Transactions Policy; Open Door Policy for Reporting Violations and Complaints; Foreign Corrupt Practices Act and Compliance Policy; and the Auditor Services Pre-Approval Policy and Procedures; as well as such other financial policies and procedures that may be adopted from time to time, in each case to the extent adopted by the Company.

W. To review, with the Chief Legal Officer and, as applicable, outside legal counsel, the Company's compliance with legal and regulatory requirements, including legal cases against or regulatory investigations of the Company and its subsidiaries that could have a significant impact on the Company's financial statements or regulatory compliance, and the Company's export control, trade compliance and government contracting compliance programs, in each case to the extent not overseen by another committee of the Board.

X. To conduct a reasonable prior review and oversight of all transactions between the Company and any related person (as defined in Item 404 of Regulation S-K), including the Company's controlling stockholder and its affiliates, and any other potential conflict of interest situations, on an ongoing basis; to approve or ratify any such transaction required to be disclosed under Item 404 in accordance with the Company's Related Person Transactions Policy; and to develop policies and procedures for the Committee's approval of related person transactions. A member of the Committee who has an interest in a transaction under review shall recuse himself or herself from the Committee's consideration of that transaction. To the extent the Committee is unable to act on a particular transaction for this reason, another independent body of the Board shall conduct the review. The Committee shall also review, and discuss with the Company's independent auditors, the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

Y. To perform such other duties and responsibilities as the Board may delegate to the Committee from time to time, consistent with this Charter and applicable law.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors. Communications between the Committee and its outside counsel shall be privileged to the extent permitted by applicable law.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Company's independent auditors, any other accounting firm engaged to perform services for the Company, any outside counsel and any other advisors to the Committee, and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any outside counsel or other advisors engaged by the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee.

Structure and Operations

The Board shall designate a member of the Committee as the chair. The Committee shall meet at least once during each fiscal quarter at such times and places as it deems necessary to fulfill its responsibilities. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee. If the Committee has only one member (including during the Phase-In Period), that member shall constitute a quorum and may act alone on behalf of the Committee.

The Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate. The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee shall promptly report to the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of the Company's internal audit function.

The Committee shall meet separately, and periodically, with management, with the internal auditor or other personnel responsible for the internal audit function, and with representatives of the Company's independent auditors, and shall invite such individuals to its meetings as it deems appropriate, to assist in carrying out its duties and responsibilities. However, the Committee shall meet regularly without such individuals present.

The Committee shall have full access to all books, records, facilities, and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge their responsibilities hereunder.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion, to the extent permitted by applicable law and NYSE rules, provided that

any pre-approval decision of a subcommittee shall be presented to the full Committee at its next scheduled meeting.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.